

UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
CHARLESTON DIVISION

Nathaniel Salley and Joseph Salley, as Personal) C/A No. 2:10-cv-00791-DCN
Representatives of the Estate of Annie Salley,)

Plaintiffs,)

Versus)

Heartland-Charleston of Hanahan, SC, LLC,)
d/b/a Heartland Healthcare Center –)
Charleston; HCR Manorcare, Inc.; Manor Care,)
Inc.; Manor Care of America, Inc.; HCR)
Manorcare Medical Services of Florida, LLC;)
The Carlyle Group Group,)

Defendants.)

**AFFIDAVIT
OF
JEFFREY W. FERGUSON**

I, Jeffrey W. Ferguson, being of lawful age and duly sworn under oath, state and depose as follows:

1. My name is Jeffrey W. Ferguson. I make this declaration based on my personal knowledge, review of corporate records and interviews with appropriately knowledgeable persons. If called as a witness, I could and would testify competently to the matters set forth below.

2. I am General Counsel and a Managing Director of Carlyle Investment Management L.L.C. ("CIM"), a Delaware limited liability company which together with its affiliates operates under the trade name "The Carlyle Group".

3. CIM does not own any of the shares of HCR ManorCare, Inc. CIM is a registered investment advisor that manages and advises investment funds and has its principal place of business in Washington, D.C. Five of such investment funds hold ownership interests in HCR ManorCare, Inc.: Carlyle Partners V MC, L.P., Carlyle Partners V-A MC, L.P., CP V

Coinvestment A, L.P., CP V Coinvestment B, L.P. and Carlyle MC Partners, L.P. (collectively, the "Funds").

4. None of the Funds has ever maintained any offices, business operations or telephone listings in South Carolina.

5. None of the Funds has ever employed any persons in South Carolina; nor do any of the Funds have any directors, officers, agents, representatives or distributors in South Carolina.

6. None of the Funds advertise any products or services in any South Carolina publications.

7. None of the Funds are registered or qualified to do business in South Carolina.

8. None of the Funds have authorized or designated an individual or corporation to accept service of process in South Carolina or to act as its agent under the laws of South Carolina (other than authorizing South Carolina Counsel to represent it for the limited and specific purpose of defending this litigation).

8. The Funds do not currently own or lease, and have not in the past owned or leased, any personal or real property in South Carolina.

9. The Funds have not in the past maintained, and do not currently maintain, any bank accounts or assets in South Carolina.

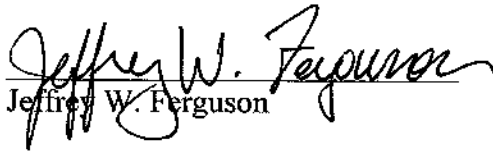
10. The Funds have never paid taxes to any taxing authority in South Carolina.

11. The Funds do not conduct any meetings in South Carolina or engage in any communications with persons in South Carolina in connection with the matters described in the Complaint.

12. None of the Funds, CIM or any of their affiliates has ever made policy or establish procedures for the operational control or patient care at the Manor Care facility Heartland Healthcare Center of Charleston located at 1800 Eagle Landing Blvd. Charleston, SC 29410 in which Annie Salley was a patient.

13. That if called to testify to the truthfulness of the foregoing, I could competently and truthfully do so.

FURTHER, Affiant sayeth not.


Jeffrey W. Ferguson

SWORN TO AND SUBSCRIBED before me
this 11th day of June, 2010.



NOTARY PUBLIC FOR WASHINGTON, D.C.

MY COMMISSION EXPIRES: May 14, 2015